

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
W. R. Grace & Co., et al. <sup>1</sup>	)	Case No. 01-01139 (JKF)
	)	(Jointly Administered)
Debtors.	)	
	)	Hearing Date: May 28, 2014
	)	Objection Deadline: TBD

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**SUMMARY OF FIRST INTERIM VERIFIED APPLICATION OF KAYE SCHOLER  
LLP FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF  
EXPENSES AS SPECIAL INTELLECTUAL PROPERTY COUNSEL TO W. R. GRACE  
& CO., ET AL., FOR THE PERIOD FROM JANUARY 1, 2010, THROUGH FEBRUARY  
3, 2014**

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Name of Applicant: Kaye Scholer LLP

Authorized to Provide Professional Services to: W. R. Grace & Co., et al., Debtors and  
Debtors-in-Possession

Date of Retention: Retention Order entered April 7, 2010,  
effective as of January 1, 2010

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<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Period for which compensation and reimbursement is sought:

**January 1, 2010, through February 3, 2014**

Total Fees During Period:

**\$632,647.74**

Total Expense Reimbursement During Period:

**\$426.41**

Amount of Compensation (remaining 20%) sought as actual, reasonable and necessary:

**126,529.55**

Amount of Expense Reimbursement sought as actual, reasonable and necessary:

**\$0.00**

This is a \_\_\_ monthly X quarterly application and request for payment of the 20% hold-back amounts.

Previous fee applications:

Date Filed	Docket No.	Period Covered	CFO Dated
08/03/10	25163	01/01/10 – 05/31/10	08/24/10
08/03/10	25164	06/01/10 – 06/30/13	08/24/10
09/02/10	25321	07/01/10 – 07/31/10	09/23/10
09/21/10	25443	08/01/10 – 08/31/10	10/14/10
10/20/10	25613	09/01/10 – 09/30/10	11/10/10
11/15/10	25754	10/01/10 – 10/31/10	12/08/10
11/30/10	25829 (Amended)	10/01/10 – 10/31/10	12/8/10
12/14/10	25924	11/01/10 – 11/30/10	01/05/11
04/01/11	26708	12/01/10 – 12/31/10	04/22/11
04/01/11	26709	01/01/11 – 02/28/11	04/22/11
05/06/11	26890	03/01/11 – 03/31/11	05/27/11
05/18/13	26953	01/01/11 – 02/28/11	06/09/11

<b>Date Filed</b>	<b>Docket No.</b>	<b>Period Covered</b>	<b>CNO Filed</b>
07/05/11	27219	04/01/11 – 04/30/11	07/28/11
07/28/11	27329	05/01/11 – 05/31/11	08/19/11
07/28/11	27330	06/01/11 – 06/30/11	08/19/11
09/30/11	27706	07/01/11 – 07/31/11	10/24/11
10/04/11	27714	08/01/11 – 08/31/11	10/25/11
10/14/11	27761	09/01/11 – 09/30/11	12/09/11
11/10/11	27918	10/01/11 – 10/31/11	12/05/11
12/16/11	28164	11/01/11 – 11/30/11	01/09/12
02/16/12	28478	12/01/11 – 12/31/11	03/05/12
02/10/12	28500	01/01/12 - 01/31/12	03/13/12
02/17/12	28544	01/01/12 – 01/31/12	03/13/12
03/23/12	28713	02/01/12 – 02/28/12	04/23/12
05/03/12	28873	03/01/12 – 03/31/12	05/30/12
07/03/12	29182	04/01/12 – 04/30/12	07/26/12
07/03/12	29183	05/01/12 – 05/31/12	07/26/12
09/27/12	29699	06/01/12 – 06/30/12	10/23/12
09/27/12	29700	07/01/12 – 07/31/12	10/23/12
09/28/12	29708	08/01/12 – 08/31/12	10/23/12
10/31/12	29827	09/01/12 – 09/30/12	11/28/12
11/30/12	29981	10/01/12 – 10/31/12	12/26/12
12/20/12	30073	11/01/12 – 11/30/12	01/15/13
02/21/13	30306	12/01/12 – 01/31/13	03/22/13
04/02/13	30463	02/01/13 – 02/28/13	04/25/13

Date Filed	Docket No.	Period Covered	CNO Filed
05/02/13	30583	03/01/13 – 03/31/13	05/29/13
05/17/13	30646	04/01/13 – 04/30/13	06/11/13
06/28/13	30787	05/01/13 – 05/31/13	07/22/13
09/03/13	31058	07/01/13 – 07/31/13	09/27/13
09/04/13	31060	06/01/13 – 06/30/13	09/27/13
09/13/13	31132	08/01/13 – 08/31/13	10/08/13
11/21/13	31371	09/1/13 – 09/30/13	12/16/13
11/21/13	31372	10/01/13 – 10/31/13	12/16/13
12/23/13	31505	11/01/13 – 11/30/13	01/15/14
01/29/14	31667	12/01/13 – 12/31/13	02/20/14
03/05/14	31817	01/01/14 – 01/31/14	03/28/14

A further summary of all invoices for all matters during the Fee Period identified by matter, date, fees, costs (disbursements), 80% payment and 20% holdback amounts is attached hereto as Exhibit A.

Certificates of no objection were filed with the Court for these Monthly Fee Applications because no objections were filed with the Court within the objection period.

John P. Rynkiewicz rendered professional services in these matters during the Fee Period:

Name of Professional Person	Position with the Applicant and Year Admitted		Area of Expertise	Hourly Billing Rate	Total Billed Hours	Total Compensation
John P. Rynkiewicz	Counsel	1981	Intellectual Property	\$567.00 /587.00	1096.45	\$632,647.74
Total Fees Paid During Fee Period (80%)						\$506,118.19
Total 20% Compensation Holdback and Requested Amount						\$126,529.55

There are no paraprofessionals of Kaye Scholer ("KS") who rendered professional services in these cases during the Fee Period who have charged fees to the Debtors.

**Grand Total for Fees:           \$632,647.74**

**Grand Total for Expenses:       \$426.71**

**COMPENSATION BY MATTER**

<b>Matter Number</b>	<b>Matter Description</b>	<b>Total Billed Hours</b>	<b>Total Fees Requested</b>
0001	General Intellectual Property Matters (Counseling, Clearance)	290	\$167,314.72
0003	I. GRACE Dispute	129.40	\$74,669.35
0019	Power Grace Dispute	67.10	\$38,713.93
0021	Bostik Trademark Matter	4.10	\$2,364.39
0101	Grace Bio	0.66	\$379.89
0103	Orthopedic Textiles	4.30	\$2,427.18
0104	Biflex	13.20	\$7,614.81
0108	Special Counsel	247.00	\$142,758.78
0109	iBasis	6.00	\$3,472.00
0110	Tibotec	15.00	\$8,607.06
0111	Trademark Watch Monitoring	69.00	\$39,825.00
0112	Potential Trademark Oppositions	52.10	\$30,037.75
0113	Grace of New York	16.00	\$9,117.36
0114	Bell Grace	54.10	\$31,228.25
0115	Dorazio Enterprises	22.90	\$13,195.07
2000	Massachusetts Division Trademarks - General Trademark Matters	3.20	\$1,848.42
3001	Davison Silica	27.34	\$15,774.49
3002	Davison FCC	53.80	\$31,033.52
3003	Davison Polyolefins	21.25	\$12,265.77
<b>Totals for Matters:</b>		<b>1096.45</b>	<b>\$632,647.74</b>

**EXPENSE SUMMARY**

<b>Service Description</b>	<b>Amount</b>
Overnight Mail, Postage and Fees	\$426.41
Travel Meals	\$ 0
Hotels	\$ 0
Airfare, travel service fees	\$0
Transportation to/from Airport; Car Rental	\$ 0
Long Distance/Conference Telephone Charges	\$0
Computerized Legal Research/Pacer/Misc.	\$ 0
<b>Total:</b>	<b>\$426.00</b>

**EXHIBIT A**

Bill Number	Bill Date	Fees	Costs	Total	80%	20%
<b>General - 0001</b>						
623145	1/28/2010	5,456.15	0.00	5,456.15	4,364.92	1,091.23
628636	3/31/2010	5,250.42	0.00	5,250.42	4,200.34	1,050.08
628637	3/31/2010	8,453.97	0.00	8,453.97	6,763.18	1,690.79
637193	6/30/2010	19,890.36	0.00	19,890.36	15,912.29	3,978.07
639770	7/28/2010	4,065.39	0.00	4,065.39	3,252.31	813.08
641101	8/10/2010	5,199.39	5.00	5,204.39	4,159.51	1,039.88
643967	9/9/2010	5,857.11	0.00	5,857.11	4,685.69	1,171.42
647685	10/18/2010	2,364.39	0.40	2,364.79	1,891.51	472.88
650334	11/4/2010	1,752.03	0.20	1,752.23	1,401.62	350.41
654086	12/10/2010	1,513.89	1.40	1,515.29	1,211.11	302.78
657770	1/19/2011	1,746.36	0.60	1,746.96	1,397.09	349.27
660963	2/28/2011	1,842.75	0.20	1,842.95	1,474.20	368.55
664046	3/31/2011	6,849.36	0.00	6,849.36	5,479.49	1,369.87
666733	4/30/2011	6,282.36	0.30	6,282.66	5,025.89	1,256.47
669550	5/31/2011	2,976.75	0.20	2,976.95	2,381.40	595.35
672317	6/27/2011	2,596.86	0.30	2,597.16	2,077.49	519.37
674217	7/15/2011	9,633.33	0.00	9,633.33	7,706.66	1,926.67
678864	8/31/2011	3,878.28	1.34	3,879.62	3,102.62	775.66
681371	9/29/2011	4,297.86	0.00	4,297.86	3,438.29	859.57
682892	10/13/2011	2,035.53	0.00	2,035.53	1,628.42	407.11
685356	11/7/2011	2,313.36	0.30	2,313.66	1,850.69	462.67
688457	12/12/2011	6,713.28	0.00	6,713.28	5,370.62	1,342.66
692924	2/2/2012	7,938.00	0.30	7,938.30	6,350.40	1,587.60
693780	2/8/2012	6,210.46	0.00	6,210.46	4,968.37	1,242.09
697370	3/19/2012	2,641.50	0.00	2,641.50	2,113.20	528.30
699311	4/11/2012	2,394.96	0.00	2,394.96	1,915.97	478.99
705645	6/18/2012	1,514.46	0.00	1,514.46	1,211.57	302.89
710014	7/31/2012	587.00	0.50	587.50	469.60	117.40
710887	8/9/2012	1,127.04	0.00	1,127.04	901.63	225.41
713798	9/14/2012	1,267.92	0.00	1,267.92	1,014.34	253.58
716233	10/8/2012	1,414.67	0.00	1,414.67	1,131.74	282.93
720485	11/13/2012	880.50	0.00	880.50	704.40	176.10
722803	12/10/2012	1,860.79	0.00	1,860.79	1,488.63	372.16
728705	2/13/2013	2,427.83	0.00	2,427.83	1,942.26	485.57
728711	2/13/2013	3,428.08	0.00	3,428.08	2,742.46	685.62
731956	3/25/2013	1,420.54	0.00	1,420.54	1,136.43	284.11
734500	4/16/2013	1,174.00	0.00	1,174.00	939.20	234.80
737555	5/13/2013	1,367.71	0.20	1,367.91	1,094.17	273.54
739834	6/14/2013	1,667.08	0.00	1,667.08	1,333.66	333.42
743721	7/31/2013	2,494.75	0.00	2,494.75	1,995.80	498.95
747545	9/11/2013	1,414.67	0.00	1,414.67	1,131.74	282.93



Bill Number	Bill Date	Fees	Costs	Total	80%	20%
754410	11/15/2013	833.54	0.00	833.54	666.83	166.71
757588	12/20/2013	1,127.04	0.00	1,127.04	901.63	225.41
760908	1/24/2014	1,074.21	0.30	1,074.51	859.37	214.84
763049	2/21/2014	7,636.87	0.00	7,636.87	6,109.50	1,527.37
		<b>167,314.72</b>	<b>11.84</b>	<b>167,326.56</b>	<b>133,851.78</b>	<b>33,462.94</b>

**I. GRACE  
0003**

623146	1/28/2010	2,034.90	0.00	2,034.90	1,627.92	406.98
628638	3/31/2010	2,177.28	0.00	2,177.28	1,741.82	435.46
628639	3/31/2010	3,027.78	0.00	3,027.78	2,422.22	605.56
637194	6/30/2010	7,427.70	0.00	7,427.70	5,942.16	1,485.54
639771	7/28/2010	1,746.36	0.00	1,746.36	1,397.09	349.27
641098	8/10/2010	4,864.86	0.60	4,865.46	3,891.89	972.97
643965	9/9/2010	2,268.00	0.00	2,268.00	1,814.40	453.60
647687	10/18/2010	2,409.75	0.00	2,409.75	1,927.80	481.95
650336	11/4/2010	2,506.14	0.00	2,506.14	2,004.91	501.23
654087	12/10/2010	1,417.50	0.00	1,417.50	1,134.00	283.50
657771	1/19/2011	2,551.50	0.00	2,551.50	2,041.20	510.30
660985	2/28/2011	2,126.25	0.00	2,126.25	1,701.00	425.25
664048	3/31/2011	1,372.14	0.00	1,372.14	1,097.71	274.43
669551	5/31/2011	1,513.89	0.00	1,513.89	1,211.11	302.78
674218	7/15/2011	1,088.64	0.00	1,088.64	870.91	217.73
678869	8/31/2011	4,536.00	0.00	4,536.00	3,628.80	907.20
681372	9/29/2011	7,274.61	0.00	7,274.61	5,819.69	1,454.92
682893	10/13/2011	7,648.83	0.00	7,648.83	6,119.06	1,529.77
685362	11/7/2011	4,677.75	0.00	4,677.75	3,742.20	935.55
688458	12/12/2011	6,758.64	12.13	6,770.77	5,406.91	1,351.73
692925	2/2/2012	2,693.25	0.50	2,693.75	2,154.60	538.65
693782	2/8/2012	2,547.58	0.00	2,547.58	2,038.06	509.52
		<b>74,669.35</b>	<b>13.23</b>	<b>74,682.58</b>	<b>59,735.48</b>	<b>14,933.87</b>

**POWER  
GRACE  
0019**

623147	1/28/2010	1,981.35	0.00	1,981.35	1,585.08	396.27
628641	3/31/2010	1,701.00	0.00	1,701.00	1,360.80	340.20
639774	7/28/2010	328.86	0.00	328.86	263.09	65.77
641095	8/10/2010	425.25	0.00	425.25	340.20	85.05
643963	9/9/2010	2,222.64	0.00	2,222.64	1,778.11	444.53
647688	10/18/2010	1,701.00	0.00	1,701.00	1,360.80	340.20
650338	11/4/2010	425.25	0.00	425.25	340.20	85.05
660989	2/28/2011	3,169.53	0.00	3,169.53	2,535.62	633.91
664051	3/31/2011	1,746.36	0.00	1,746.36	1,397.09	349.27
666739	4/30/2011	6,469.47	15.77	6,485.24	5,175.58	1,293.89

<b>Bill Number</b>	<b>Bill Date</b>	<b>Fees</b>	<b>Costs</b>	<b>Total</b>	<b>80%</b>	<b>20%</b>
669553	5/31/2011	3,640.14	0.00	3,640.14	2,912.11	728.03
682894	10/13/2011	1,321.11	0.00	1,321.11	1,056.89	264.22
685364	11/7/2011	5,857.11	0.00	5,857.11	4,685.69	1,171.42
688459	12/12/2011	2,171.61	0.00	2,171.61	1,737.29	434.32
692926	2/2/2012	4,252.50	0.00	4,252.50	3,402.00	850.50
697371	3/19/2012	733.75	0.00	733.75	587.00	146.75
		<b>38,713.93</b>	<b>15.77</b>	<b>38,729.70</b>	<b>30,971.14</b>	<b>7,742.79</b>

**Bostik  
0021**

672315	6/27/2011	2,126.25	37.25	2,163.50	1,701.00	425.25
674220	7/15/2011	96.39	0.00	96.39	77.11	19.28
681373	9/29/2011	141.75	19.77	161.52	113.40	28.35
		<b>2,364.39</b>	<b>57.02</b>	<b>2,421.41</b>	<b>1,891.51</b>	<b>472.88</b>

**Grace Bio  
0101**

641094	8/10/2010	<b>379.89</b>	<b>0.00</b>	<b>379.89</b>	<b>303.91</b>	<b>75.98</b>
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**Orthopedi  
Textiles  
0103**

623149	1/28/2010	249.90	0.00	249.90	199.92	49.98
637195	6/30/2010	663.39	0.00	663.39	530.71	132.68
643959	9/9/2010	1,134.00	0.00	1,134.00	907.20	226.80
		<b>2,427.18</b>	<b>0.00</b>	<b>2,427.18</b>	<b>1,941.74</b>	<b>485.44</b>

**Biflex  
0104**

654088	12/10/2010	1,417.50	12.52	1,430.02	1,134.00	283.50
657772	1/19/2011	992.25	0.00	992.25	793.80	198.45
660993	2/28/2011	708.75	0.00	708.75	567.00	141.75
666740	4/30/2011	2,602.53	0.00	2,602.53	2,082.02	520.51
669560	5/31/2011	521.64	13.30	534.94	417.31	104.33
672312	6/27/2011	1,179.36	0.00	1,179.36	943.49	235.87
674221	7/15/2011	192.78	16.95	209.73	154.22	38.56
		<b>7,614.81</b>	<b>42.77</b>	<b>7,657.58</b>	<b>6,091.85</b>	<b>1,522.96</b>

**Spec  
Couns  
0108**

628642	3/31/2010	2,409.75	11.24	2,420.99	1,927.80	481.95
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Bill Number	Bill Date	Fees	Costs	Total	80%	20%
637196	6/30/2010	5,025.51	15.34	5,040.85	4,020.41	1,005.10
641097	8/10/2010	895.86	0.00	895.86	716.69	179.17
654089	12/10/2010	2,642.22	0.00	2,642.22	2,113.78	528.44
660967	2/28/2011	470.61	0.00	470.61	376.49	94.12
664052	3/31/2011	379.89	0.00	379.89	303.91	75.98
666741	4/30/2011	946.89	0.00	946.89	757.51	189.38
669561	5/31/2011	612.36	0.00	612.36	489.89	122.47
672310	6/27/2011	657.72	0.00	657.72	526.18	131.54
674222	7/15/2011	283.50	0.00	283.50	226.80	56.70
678870	8/31/2011	328.86	0.00	328.86	263.09	65.77
681374	9/29/2011	521.64	0.00	521.64	417.31	104.33
682895	10/13/2011	238.14	0.00	238.14	190.51	47.63
685365	11/7/2011	328.86	0.00	328.86	263.09	65.77
688460	12/12/2011	476.28	0.00	476.28	381.02	95.26
692932	2/2/2012	805.14	0.00	805.14	644.11	161.03
693784	2/8/2012	193.71	0.00	193.71	154.97	38.74
697372	3/19/2012	1,226.83	0.00	1,226.83	981.46	245.37
699312	4/11/2012	293.50	0.00	293.50	234.80	58.70
704036	5/31/2012	393.29	0.00	393.29	314.63	78.66
705642	6/18/2012	440.25	0.00	440.25	352.20	88.05
710015	7/31/2012	633.96	0.00	633.96	507.17	126.79
710886	8/9/2012	534.17	0.00	534.17	427.34	106.83
713793	9/14/2012	686.79	0.00	686.79	549.43	137.36
716235	10/8/2012	1,027.25	0.00	1,027.25	821.80	205.45
720486	11/13/2012	440.25	0.00	440.25	352.20	88.05
722819	12/10/2012	587.00	0.00	587.00	469.60	117.40
728712	2/13/2013	3,475.04	0.00	3,475.04	2,780.03	695.01
731957	3/25/2013	487.21	0.00	487.21	389.77	97.44
734501	4/16/2013	487.21	0.00	487.21	389.77	97.44
737557	5/13/2013	680.92	0.00	680.92	544.74	136.18
739839	6/14/2013	1,174.00	0.00	1,174.00	939.20	234.80
743725	7/31/2013	980.29	0.00	980.29	784.23	196.06
746119	8/27/2013	1,267.92	0.30	1,268.22	1,014.34	253.58
747548	9/11/2013	1,667.08	0.00	1,667.08	1,333.66	333.42
754411	11/15/2013	974.42	0.00	974.42	779.54	194.88
754412	11/15/2013	1,220.96	0.00	1,220.96	976.77	244.19
757587	12/20/2013	639.83	0.00	639.83	511.86	127.97
760911	1/24/2014	1,807.96	0.00	1,807.96	1,446.37	361.59
762511	2/12/2014	68,562.21	0.00	68,562.21	54,849.77	13,712.44
762904	2/19/2014	30,492.72	0.00	30,492.72	24,394.18	6,098.54
763046	2/21/2014	1,907.75	0.00	1,907.75	1,526.20	381.55
		<b>142,758.78</b>	<b>26.88</b>	<b>142,785.66</b>	<b>114,207.02</b>	<b>28,551.76</b>

**iBasis  
0109**

623150	1/28/2010	1,487.50	0.00	1,487.50	1,190.00	297.50
628643	3/31/2010	567.00	0.00	567.00	453.60	113.40
		<b>3,472.00</b>	<b>0.00</b>	<b>3,472.00</b>	<b>2,777.60</b>	<b>694.40</b>

**Tibotec  
0110**

641100	8/10/2010	5,154.03	0.00	5,154.03	4,123.22	1,030.81
643958	9/9/2010	850.50	0.00	850.50	680.40	170.10
650342	11/4/2010	2,460.78	0.00	2,460.78	1,968.62	492.16
678871	8/31/2011	141.75	0.00	141.75	113.40	28.35
		<b>8,607.06</b>	<b>0.00</b>	<b>8,607.06</b>	<b>6,885.65</b>	<b>1,721.41</b>

**TM Watch  
0111**

647691	10/18/2010	4,014.36	0.00	4,014.36	3,211.49	802.87
650345	11/4/2010	1,842.75	0.00	1,842.75	1,474.20	368.55
654090	12/10/2010	2,602.53	0.00	2,602.53	2,082.02	520.51
657773	1/19/2011	2,177.28	0.00	2,177.28	1,741.82	435.46
660996	2/28/2011	708.75	0.00	708.75	567.00	141.75
664053	3/31/2011	2,358.72	0.00	2,358.72	1,886.98	471.74
666742	4/30/2011	2,976.75	0.00	2,976.75	2,381.40	595.35
669562	5/31/2011	2,222.64	0.00	2,222.64	1,778.11	444.53
672316	6/27/2011	2,409.75	0.00	2,409.75	1,927.80	481.95
674223	7/15/2011	1,037.61	0.00	1,037.61	830.09	207.52
678872	8/31/2011	1,842.75	0.00	1,842.75	1,474.20	368.55
681377	9/29/2011	1,746.36	0.00	1,746.36	1,397.09	349.27
682905	10/13/2011	4,156.11	0.00	4,156.11	3,324.89	831.22
685366	11/7/2011	2,409.75	0.00	2,409.75	1,927.80	481.95
688461	12/12/2011	1,984.50	0.00	1,984.50	1,587.60	396.90
692935	1/31/2012	1,372.14	0.00	1,372.14	1,097.71	274.43
693785	2/8/2012	2,054.50	0.00	2,054.50	1,643.60	410.90
697373	3/19/2012	1,907.75	0.00	1,907.75	1,526.20	381.55
		<b>39,825.00</b>	<b>0.00</b>	<b>39,825.00</b>	<b>31,860.00</b>	<b>7,965.00</b>

**Pot TM  
Opp 0112**

647693	10/18/2010	4,819.50	0.00	4,819.50	3,855.60	963.90
650352	11/4/2010	2,313.36	0.00	2,313.36	1,850.69	462.67
654091	12/10/2010	2,364.39	0.00	2,364.39	1,891.51	472.88
657778	1/19/2011	992.25	0.00	992.25	793.80	198.45
660997	2/28/2011	1,513.89	0.00	1,513.89	1,211.11	302.78

Bill Number	Bill Date	Fees	Costs	Total	80%	20%
664054	3/31/2011	3,169.53	0.00	3,169.53	2,535.62	633.91
666743	4/30/2011	1,513.89	0.00	1,513.89	1,211.11	302.78
685367	11/7/2011	1,321.11	0.00	1,321.11	1,056.89	264.22
688462	12/12/2011	567.00	0.00	567.00	453.60	113.40
692936	1/31/2012	992.25	0.00	992.25	793.80	198.45
693786	2/8/2012	2,107.33	0.00	2,107.33	1,685.86	421.47
		<b>30,037.75</b>	<b>0.00</b>	<b>30,037.75</b>	<b>24,030.20</b>	<b>6,007.55</b>

**Grace NY  
0113**

674224	7/15/2011	2,455.11	0.00	2,455.11	1,964.09	491.02
678874	8/31/2011	708.75	0.00	708.75	567.00	141.75
681384	9/29/2011	521.64	0.00	521.64	417.31	104.33
682907	10/13/2011	283.50	0.00	283.50	226.80	56.70
685368	11/7/2011	1,984.50	0.00	1,984.50	1,587.60	396.90
688463	12/12/2011	1,746.36	0.00	1,746.36	1,397.09	349.27
692939	1/31/2012	1,417.50	0.00	1,417.50	1,134.00	283.50
		<b>9,117.36</b>	<b>0.00</b>	<b>9,117.36</b>	<b>7,293.89</b>	<b>1,823.47</b>

**Bell Grace  
0114**

674225	7/15/2011	2,364.39	0.00	2,364.39	1,891.51	472.88
678875	8/31/2011	708.75	0.00	708.75	567.00	141.75
681386	9/29/2011	425.25	0.00	425.25	340.20	85.05
682908	10/13/2011	283.50	0.00	283.50	226.80	56.70
685369	11/7/2011	1,842.75	0.00	1,842.75	1,474.20	368.55
688465	12/12/2011	17,293.50	0.00	17,293.50	13,834.80	3,458.70
692940	1/31/2012	2,880.36	127.00	3,007.36	2,304.29	576.07
697374	3/19/2012	2,935.00	0.00	2,935.00	2,348.00	587.00
704038	5/31/2012	2,494.75	0.00	2,494.75	1,995.80	498.95
		<b>31,228.25</b>	<b>127.00</b>	<b>31,355.25</b>	<b>24,982.60</b>	<b>6,245.65</b>

**Doraz Ent  
0115**

682909	10/13/2011	2,931.39	0.00	2,931.39	2,345.11	586.28
685372	11/7/2011	1,275.75	0.00	1,275.75	1,020.60	255.15
688466	12/12/2011	2,886.03	0.00	2,886.03	2,308.82	577.21
692941	1/31/2012	1,746.36	0.00	1,746.36	1,397.09	349.27
697376	3/19/2012	3,475.04	0.00	3,475.04	2,780.03	695.01
705644	6/18/2012	880.50	0.00	880.50	704.40	176.10
		<b>13,195.07</b>	<b>0.00</b>	<b>13,195.07</b>	<b>10,556.06</b>	<b>2,639.01</b>

**MA Div  
TMs 2000**

637198	6/30/2010	567.00	0.00	567.00	453.60	113.40
654092	12/10/2010	96.39	0.00	96.39	77.11	19.28
657779	1/19/2011	663.39	0.00	663.39	530.71	132.68
674226	7/15/2011	96.39	0.00	96.39	77.11	19.28
688467	12/12/2011	238.14	0.00	238.14	190.51	47.63
		<b>1,848.42</b>	<b>0.00</b>	<b>1,848.42</b>	<b>1,478.74</b>	<b>369.68</b>

**DAV SII  
3001**

623151	1/28/2010	1,041.25	0.00	1,041.25	833.00	208.25
628646	3/31/2010	379.89	0.00	379.89	303.91	75.98
628647	3/31/2010	567.00	0.00	567.00	453.60	113.40
637201	6/30/2010	2,409.75	0.00	2,409.75	1,927.80	481.95
639773	7/28/2010	567.00	0.00	567.00	453.60	113.40
641096	8/10/2010	470.61	0.00	470.61	376.49	94.12
643962	9/9/2010	1,559.25	0.00	1,559.25	1,247.40	311.85
647696	10/18/2010	805.14	0.00	805.14	644.11	161.03
650356	11/4/2010	805.14	0.00	805.14	644.11	161.03
672314	6/27/2011	1,559.25	0.00	1,559.25	1,247.40	311.85
678876	8/31/2011	425.25	0.00	425.25	340.20	85.05
682914	10/13/2011	850.50	0.00	850.50	680.40	170.10
685376	11/7/2011	992.25	0.00	992.25	793.80	198.45
692942	1/31/2012	2,268.00	0.00	2,268.00	1,814.40	453.60
699313	4/11/2012	733.75	0.00	733.75	587.00	146.75
763044	2/21/2014	340.46	0.00	340.46	272.37	68.09
		<b>15,774.49</b>	<b>0.00</b>	<b>15,774.49</b>	<b>12,619.59</b>	<b>3,154.90</b>

**DAV FCC  
3002**

628648	3/31/2010	2,035.53	11.40	2,046.93	1,628.42	407.11
628649	3/31/2010	425.25	0.00	425.25	340.20	85.05
643956	9/9/2010	425.25	0.00	425.25	340.20	85.05
654094	12/10/2010	425.25	2.70	427.95	340.20	85.05
657781	1/19/2011	1,939.14	0.00	1,939.14	1,551.31	387.83
660964	2/28/2011	141.75	0.00	141.75	113.40	28.35
672311	6/27/2011	708.75	0.00	708.75	567.00	141.75
674227	7/15/2011	96.39	0.00	96.39	77.11	19.28
678877	8/31/2011	141.75	0.00	141.75	113.40	28.35
682918	10/13/2011	6,616.89	14.70	6,631.59	5,293.51	1,323.38
685378	11/7/2011	754.11	103.10	857.21	603.29	150.82
688471	12/12/2011	283.50	0.00	283.50	226.80	56.70

Bill Number	Bill Date	Fees	Costs	Total	80%	20%
693787	2/8/2012	1,614.25	0.00	1,614.25	1,291.40	322.85
697377	3/19/2012	146.75	0.00	146.75	117.40	29.35
699314	4/11/2012	534.17	0.00	534.17	427.34	106.83
704039	5/31/2012	293.50	0.00	293.50	234.80	58.70
716236	10/8/2012	193.71	0.00	193.71	154.97	38.74
728714	2/13/2013	246.54	0.00	246.54	197.23	49.31
747550	9/11/2013	2,588.67	0.00	2,588.67	2,070.94	517.73
754414	11/15/2013	6,363.08	0.00	6,363.08	5,090.46	1,272.62
754415	11/15/2013	2,201.25	0.00	2,201.25	1,761.00	440.25
757119	12/13/2013	393.29	0.00	393.29	314.63	78.66
760914	1/24/2014	1,027.25	0.00	1,027.25	821.80	205.45
		<b>31,033.52</b>	<b>131.90</b>	<b>31,165.42</b>	<b>24,826.82</b>	<b>6,206.70</b>
<b>DAV Poly 3003</b>						
647697	10/18/2010	238.14	0.00	238.14	190.51	47.63
697378	3/19/2012	193.71	0.00	193.71	154.97	38.74
716237	10/8/2012	2,101.46	0.00	2,101.46	1,681.17	420.29
747551	9/11/2013	1,854.92	0.00	1,854.92	1,483.94	370.98
754416	11/15/2013	7,777.75	0.00	7,777.75	6,222.20	1,555.55
763039	2/21/2014	99.79	0.00	99.79	79.83	19.96
		<b>12,265.77</b>	<b>0.00</b>	<b>12,265.77</b>	<b>9,812.62</b>	<b>2,453.15</b>
Grand total		<b>632,647.74</b>	<b>426.41</b>	<b>633,074.15</b>	<b>506,118.19</b>	<b>126,529.55</b>

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
W. R. Grace & Co., et al. <sup>2</sup>	)	Case No. 01-01139 (JKF)
	)	(Jointly Administered)
Debtors.	)	
	)	Hearing Date: May 28, 2014
	)	Objection Deadline: TBD

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**FIRST QUARTERLY INTERIM VERIFIED APPLICATION OF KAYE SCHOLER LLP  
FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS  
SPECIAL INTELLECTUAL PROPERTY COUNSEL TO W. R. GRACE & CO., ET AL.,  
FOR THE PERIOD FROM JANUARY 1, 2010, THROUGH FEBRUARY 3, 2014**

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Pursuant to sections 327, 330 and 331 of title 11 of the United States Code (as amended, the “Bankruptcy Code”), Fed. R. Bankr. P. 2016, the Retention Order (as defined below), the *Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Professionals and Official Committee Members* (the “Interim Compensation Order”), the *Amended Administrative Order under 11 U.S.C. §§ 105(a)*

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<sup>2</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.



and 331 *Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members* (the “Amended Interim Compensation Order”) and Del.Bankr.LR 2016-2, the law firm of Kaye Scholer LLP (“KS”), Special IP Counsel for the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) in their chapter 11 cases, hereby applies for an order (the “First Quarterly Fee Application”) allowing KS for the period from January 1, 2010, through February 3, 2014 (the “Fee Period”): (i) compensation in the amount of \$632,647.74 for the reasonable and necessary legal services KS has rendered to the Debtors and (ii) reimbursement for the actual and necessary expenses that KS has incurred in the amount of \$426.41. In support of this First Quarterly Fee Application, KS respectfully states as follows:

#### **BACKGROUND**

##### ***Retention of KS***

1. On April 2, 2001 (the “Petition Date”), the Debtors each filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code (collectively, the “Chapter 11 Cases”). On April 2, 2001, the Court entered an order procedurally consolidating the Chapter 11 Cases for administrative purposes only. Since the Petition Date, the Debtors have continued to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. By this Court’s order dated April 7, 2010, the Debtors were authorized to retain KS as their Special IP Counsel, effective as of January 1, 2010, with regard to counseling, oppositions and the prosecution of the Grace intellectual property matters assigned to KS and all related matters (the “Retention Order”). The Retention Order authorizes the Debtors to compensate KS at KS’s hourly rates charged for services of this type and to be reimbursed for actual and necessary out-of-pocket expenses that it incurred, subject to application to this Court

in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, all applicable local rules and orders of this Court.

***Monthly Interim Fee Applications Covered Herein***

3. Pursuant to the procedures set forth in the Interim Compensation Order, as amended by the Amended Interim Compensation Order, professionals may apply for monthly compensation and reimbursement (each such application, a "Monthly Fee Application"), and the notice parties listed in the Amended Interim Compensation Order (the "Notice Parties") may object to any such request. If no Notice Party objects to a professional's Monthly Fee Application within twenty (20) days after the date of service of the Monthly Fee Application, the applicable professional may submit to the Court a certification of no objection whereupon the Debtors are authorized to pay interim compensation and reimbursement of 80% of the fees and 100% of the expenses requested.

4. Furthermore, and also pursuant to the Amended Interim Compensation Order, professionals may file and serve upon the Notice Parties a quarterly request (each such request, a "Quarterly Fee Application") for interim Court approval and allowance of the Monthly Fee Applications filed previously. If the Court grants the relief requested by the Quarterly Fee Application, the debtors are authorized and directed to pay the professional 100% of the fees and expenses requested in the monthly fee applications covered by that Quarterly Fee Application less any amounts previously paid in connection with the Monthly Fee Applications. Any payment made pursuant to the Monthly Fee Applications or a Quarterly Fee Application is subject to final approval of all fees and expenses at a hearing on the professional's final fee application.

5. The First Quarterly Fee Application is submitted in accordance with the Amended Interim Compensation Order for compensation for services rendered that KS has filed with the

Bankruptcy Court in connection with the intellectual property legal work performed. The First Quarterly Fee Application's Fee Period is January 1, 2010, through February 3, 2014.

6. KS has filed the following Monthly Fee Applications for compensation during this Fee Period:

Date Filed	Docket No.	Period Covered	CNO/H Fee
08/03/10	25163	01/01/10 – 05/31/10	08/24/10
08/03/10	25164	06/01/10 – 06/30/13	08/24/10
09/02/10	25321	07/01/10 – 07/31/10	09/23/10
09/21/10	25443	08/01/10 – 08/31/10	10/14/10
10/20/10	25613	09/01/10 – 09/30/10	11/10/10
11/15/10	25754	10/01/10 – 10/31/10	12/08/10
11/30/10	25829 (Amended)	10/01/10 – 10/31/10	12/8/10
12/14/10	25924	11/01/10 – 11/30/10	01/05/11
04/01/11	26708	12/01/10 – 12/31/10	04/22/11
04/01/11	26709	01/01/11 – 02/28/11	04/22/11
05/06/11	26890	03/01/11 – 03/31/11	05/27/11
05/18/11	26953	01/01/11 – 02/28/11	06/09/11
07/05/11	27219	04/01/11 – 04/30/11	07/28/11
07/28/11	27329	05/01/11 – 05/31/11	08/19/11
07/28/11	27330	06/01/11 – 06/30/11	08/19/11
09/30/11	27706	07/01/11 – 07/31/11	10/24/11
10/04/11	27714	08/01/11 – 08/31/11	10/25/11
10/14/11	27761	09/01/11 – 09/30/11	12/09/11

<b>Date Filed</b>	<b>Docket No.</b>	<b>Period Covered</b>	<b>CNO Filed</b>
11/10/11	27918	10/01/11 – 10/31/11	12/05/11
12/16/11	28164	11/01/11 – 11/30/11	01/09/12
02/16/12	28478	12/01/11 – 12/31/11	03/05/12
02/10/12	28500	01/01/12 - 01/31/12	03/13/12
02/17/12	28544	01/01/12 – 01/31/12	03/13/12
03/23/12	28713	02/01/12 – 02/28/12	04/23/12
05/03/12	28873	03/01/12 – 03/31/12	05/30/12
07/03/12	29182	04/01/12 – 04/30/12	07/26/12
07/03/12	29183	05/01/12 – 05/31/12	07/26/12
09/27/12	29699	06/01/12 – 06/30/12	10/23/12
09/27/12	29700	07/01/12 – 07/31/12	10/23/12
09/28/12	29708	08/01/12 – 08/31/12	10/23/12
10/31/12	29827	09/01/12 – 09/30/12	11/28/12
11/30/12	29981	10/01/12 – 10/31/12	12/26/12
12/20/12	30073	11/01/12 – 11/30/12	01/15/13
02/21/13	30306	12/01/12 – 01/31/13	03/22/13
04/02/13	30463	02/01/13 – 02/28/13	04/25/13
05/02/13	30583	03/01/13 – 03/31/13	05/29/13
05/17/13	30646	04/01/13 – 04/30/13	06/11/13
06/28/13	30787	05/01/13 – 05/31/13	07/22/13
09/03/13	31058	07/01/13 – 07/31/13	09/27/13
09/04/13	31060	06/01/13 – 06/30/13	09/27/13
09/13/13	31132	08/01/13 – 08/31/13	10/08/13

<b>Date Filed</b>	<b>Docket No.</b>	<b>Period Covered</b>	<b>CNO Filed</b>
11/21/13	31371	09/1/13 – 09/30/13	12/16/13
11/21/13	31372	10/01/13 – 10/31/13	12/16/13
12/23/13	31505	11/01/13 – 11/30/13	01/15/14
01/29/14	31667	12/01/13 – 12/31/13	02/20/14
03/05/14	31817	01/01/14 – 01/31/14	03/28/14

A summary of all KS invoices for all matters during the Fee Period identified by matter, date, fees, costs (disbursements), 80% payment and 20% holdback amounts appears in Exhibit A to the Summary of First Interim Verified Application of Kaye Scholer LLP.

7. The respective periods for objecting to the fees and expense reimbursement requested in all the Monthly Fee Applications passed without any objections being filed, and the Debtors filed certificates of no objection with the Court for each of the Monthly Fee Applications. The Debtors have paid interim compensation and reimbursement of 80% of the fees and 100% of the expenses requested in all those Monthly Fee Applications. KS now seeks from the Debtors \$126,529.55 which is equal to the sum of the remaining 20% holdback amount.

8. KS has advised and represented the Debtors as Special IP Counsel in intellectual property matters in connection with the operation of their businesses and other matters arising in the performance of their duties as a debtors-in-possession during the Fee Period covered by the First Quarterly Fee Application, and, furthermore, has performed various other professional services involving intellectual property that are described in the Applications.

9. The Court is scheduled to hear the First Quarterly Fee Application, for the period of January 1, 2010, through February 3, 2014, at the hearing currently set for May 28, 2014.

***Requested Relief***

10. By this First Quarterly Fee Application, KS requests that the Court approve the allowance of compensation for professional services rendered and the reimbursement of actual and necessary expenses incurred by KS for the Fee Period as detailed in the Applications, less any amounts previously paid to KS pursuant to the Applications and the procedures set forth in the Amended Interim Compensation Order. As stated above, the full scope of services provided and the related expenses incurred are fully described in the Applications, which are on file with the Fee Auditor.

***Disinterestedness***

11. As disclosed in the *Affidavit of John P. Rynkiewicz in Support of the Application of the Debtors for the Entry of an Order Authorizing the Retention and Employment of Kaye Scholer LLP as Special IP Counsel to the Debtors* (the "Affidavit"), dated March 25, 2010, KS does not hold or represent any interest adverse to the estates, and has been, at all relevant times, a disinterested person as that term is defined in section 101(14) of the Bankruptcy Code as modified by section 1107(b) of the Bankruptcy Code.

12. KS may have in the past represented or may likely in the future represent parties-in-interest in connection with matters unrelated to the Debtors, the Chapter 11 Cases and associated IP matters. KS disclosed in the Affidavit its connections to parties-in-interest that it has been able to ascertain using its reasonable efforts. KS will update the Affidavit if necessary and when KS becomes aware of material new information.

**REPRESENTATIONS**

13. KS believes that the First Quarterly Fee Application complies with the requirements of Del.Bankr.LR 2016-2 and the Amended Interim Compensation Order.

14. KS performed the services for which it is seeking compensation on behalf of or for the Debtors and their estates, and not on behalf of any committee, creditor or other person.

15. During the Fee Period, KS has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the Chapter 11 Cases or in connection with intellectual property legal work performed under the Retention Order other than the interim compensation payments pursuant to the Amended Interim Compensation Order.

16. Pursuant to Fed. R. Bank. P. 2016(b), KS has not shared, nor has agreed to share, (a) any compensation it has received or may receive with another party or person other than with the partners, counsel and associates of KS, or (b) any compensation another person or party has received or may receive in connection with the intellectual property work.

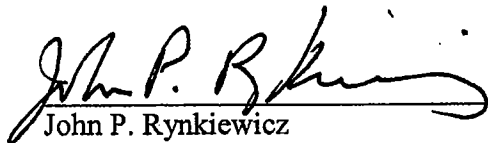
WHEREFORE, KS respectfully requests that the Court enter an order providing that (a) for the Fee Period, January 1, 2010, through February 3, 2014, an administrative allowance be made to KS in the sum of (i) \$632,647.74 as compensation for reasonable and necessary professional services rendered to the Debtors and (ii) \$426.41 for reimbursement of actual and necessary costs and expenses incurred, for a total of \$633,074.45; (b) the Debtors be authorized and directed to pay to KS the outstanding amount of such sums less any sums previously paid to KS pursuant to the Applications and the procedures set forth in the Amended Interim Compensation

Order; and (c) this Court grant such further relief as is equitable and just.

Dated: May 2, 2014

Respectfully submitted,

KAYE SCHOLER LLP

A handwritten signature in black ink, appearing to read "John P. Rynkiewicz", is written over a horizontal line.

John P. Rynkiewicz

Counsel

901 Fifteenth Street, N.W., Suite 700

Washington, D.C. 20005

Telephone: (202) 682-3671



**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
W. R. Grace & Co., et al. <sup>1</sup>	)	Case No. 01-01139 (JKF)
	)	(Jointly Administered)
Debtors.	)	
	)	
	)	

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**VERIFICATION**

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STATE OF MARYLAND                    )  
  )     ss.  
COUNTY OF ANNE ARUNDEL        )

John P. Rynkiewicz, after being duly sworn according to law, deposes and says:

I am Counsel of the applicant law firm, Kaye Scholer LLP ("KS"), and have been admitted to practice since 1981 and admitted to the Bar of the District of Columbia since 2002.

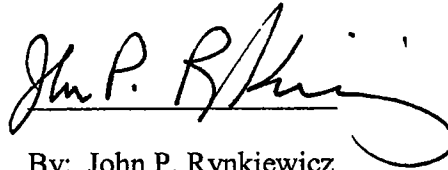
I have personally performed the services rendered by KS as Special IP Counsel to the Debtors.

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<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

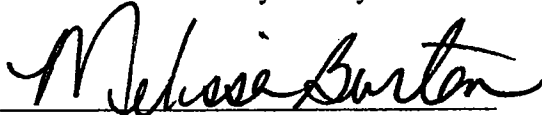
I have reviewed the foregoing First Quarterly Fee Application, and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed the Local Bankruptcy Rules for the District of Delaware and submit that the Application substantially complies with such rules.

KAYE SCHOLER LLP



By: John P. Rynkiewicz

SWORN AND SUBSCRIBED  
before me this 2<sup>nd</sup> day of May 2014



Notary Public

My Commission Expires: 1/2017